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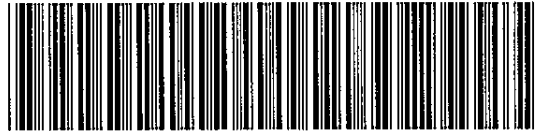
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DIVISION OF REGISTRATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 870308 7494562
AUTHORIZATION : *Spuddelema*
COST LIMIT : \$ 25.00

ORDER DATE : February 15, 2006
ORDER TIME : 11:11 AM
ORDER NO. : 870308-010
CUSTOMER NO: 7494562

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TAMPA, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: MAGOVE INTERNATIONAL
HOLDINGS, LLC

EFFECTIVE DATE:

File Second

 ARTICLES OF AMENDMENT
XX AMENDED & RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake -- EXT# 2959

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF MAGOVE INTERNATIONAL HOLDINGS, LLC

(Filed in accordance with 608.411, F.S.)

Pursuant to the authority contained in Florida Limited Liability Company Act, F.S. Chapter 608, the undersigned, being authorized to execute and file these Amended and Restated Articles of Organization on behalf of MAGOVE INTERNATIONAL HOLDINGS, L.L.C., a Florida Limited Liability Company, hereby certifies that:

ARTICLE I - NAME:

The name of the Limited Liability Company is: MAGOVE INTERNATIONAL HOLDINGS, LLC,.

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

800 Douglas Road
Suite 105
Coral Gables, Florida 33134

ARTICLE III- REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the initial registered agent are:

Juan R. Garcia.
800 Douglas Road
Suite 105
Coral Gables, Florida 33134

ARTICLE IV – MEMBERS

The Members of the Company are: Magove Internacional Siglo Veintiuno, S.A., a corporation formed and organized under the laws of Costa Rica, with a principal office in San Jose, Costa Rica and Marita Gonzalez -Vega, an individual, domiciled in San Jose, Costa Rica. The aforementioned parties shall also be referred to individually as "Member" or collectively as "Members".

The Members shall contribute capital to the Company in the form of cash, property or services as set forth in Exhibit "A" to the Operating Agreement of the Company. The capital contributed to the Company by each Member shall entitle them to hold an ownership interest in the Company in the proportions set forth in the aforementioned Exhibit A.

ARTICLE V- MANAGEMENT:

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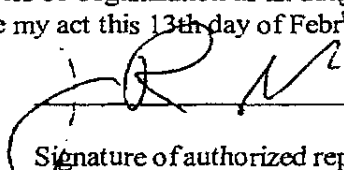
The Limited Liability Company is to be managed by a manager or managers and is, therefore, a manager-managed company. The Members agree that the below named persons shall manage and hold the following offices in the Company:

President- Marita Gonzalez Vega
C/O Gape S.A
Apdo. 1374-2150 Moravia
San Jose, Costa Rica

Vice-President- Jorge Antonio Acosta Gonzalez
C/O Gape S.A
Apdo. 1374-2150 Moravia
San Jose, Costa Rica

Vice-President- Luis Diego Acosta Gonzalez
C/O Gape S.A
Apdo. 1374-2150 Moravia
San Jose, Costa Rica

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 13th day of February, 2006.


Signature of authorized representative
Juan R. Garcia

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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.


Signature of Registered Agent
Juan R. Garcia.